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HONORABLE CHRISTOPHER M. ALSTON

HEARING DATE: December 5, 2024
HEARING TIME: 9:30 a.m. Pacific Time
RESPONSE DUE: November 27, 2024
LOCATION: Seattle Federal Courthouse
Courtroom 7206, 7th Floor
700 Stewart Street
Seattle, WA 98101

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON

In re

B-1208 PINE, LLC,

Debtor.

Chapter 11

Case No. 24-10088-CMA

**SECOND INTERIM APPLICATION FOR
COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF BUSH KORNFELD LLP
AS ATTORNEYS FOR THE DEBTOR;
DECLARATION OF JAMES L. DAY**

Bush Kornfeld LLP ("Bush Kornfeld" or the "Firm"), attorneys for B-1208 Pine, LLC (the "Debtor"), debtor and debtor in possession in the above-captioned chapter 11 bankruptcy case (the "Chapter 11 Case"), hereby submits this application ("Second Interim Application"), pursuant to sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Western District of Washington (the "Local Rules"), for entry of an order approving, on an interim basis, compensation and reimbursement of expenses for the time period of May 1, 2024 through October 31, 2024 (the "Second Interim Period"). Specifically, Bush Kornfeld requests that the Court enter an order approving its attorneys' fees in the amount of \$139,105.50 and reimbursement of expenses in the amount of \$2,735.10, for a total of \$141,840.60. Of this total amount for which interim allowance is requested, no amount has yet been paid. Thus,

SECOND INTERIM APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF BUSH KORNFELD LLP
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1 Bush Kornfeld requests that the Court, on an interim basis, authorize and direct payment of the full
2 amount of allowed fees and expenses in the total sum of \$141,840.60. Attached as **Exhibit A** is a
3 detailed account of services provided and costs incurred by Bush Kornfeld in this Chapter 11 Case
4 during the Second Interim Period. In support of this Second Interim Application, Bush Kornfeld
5 represents as follows:

6 I. BACKGROUND

7 On January 16, 2024 (the "Petition Date"), the Debtor filed a voluntary petition for relief under
8 chapter 11 of the Bankruptcy Code before the United States Bankruptcy Court for the Western District
9 of Washington (the "Court"), Case No. 24-10088-CMA (the "Bankruptcy Case").

10 The Debtor is operating its business and managing its affairs as a debtor in possession pursuant
11 to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed to
12 serve in this reorganization case. A detailed discussion of the Debtor's business operations and events
13 leading up to this Chapter 11 Case is set forth in the *Declaration of James Wong in Support of First*
14 *Day Motions*. Docket No. 7.

15 II. LBR 2016-1 APPLICATION FOR COMPENSATION

16 In compliance with LBR 2016-1(a) and in the accordance with the same, Bush Kornfeld sets
17 forth the following information in support of its Second Interim Application and states as follows:

18 1. **Employment of Bush Kornfeld.** On January 31, 2024, the Debtor filed its *Application for*
19 *Order Approving Employment of Bush Kornfeld LLP as Bankruptcy Counsel to the Debtor* [Docket
20 No. 46]. On February 16, 2024, the Court entered an order authorizing the Debtor to retain Bush
21 Kornfeld as its counsel, effective as of the Petition Date. *See* Docket No. 63.

22 2. **Compensation and Reimbursement of Expenses Previously Allowed and Amounts Paid.**

23 Bush Kornfeld previously applied for and was awarded compensation in the amount of

1 \$78,078.50, and expense reimbursements in the amount of \$992.71, for a total payment of \$79,071.21
2 authorized under the Court's *Order Approving First Interim Application for Compensation and*
3 *Reimbursement of Expenses of Bush Kornfeld LLP as Attorneys for the Debtor* [Docket No. 113] (the
4 "First Interim Order"), entered on May 31, 2024. This amount has been paid in full.

5 **3. Source of Payment for Requested Compensation and Reimbursement of Expenses.** The
6 Debtor seeks to compensate Bush Kornfeld, first, from its remaining prepetition retainer being held by
7 Bush Kornfeld in its client trust account in the approximate amount of \$84,468.29, *see Statement*
8 *Pursuant to Fed. R. Bankr. P. 2016* [Docket No. 45] and First Interim Order, and, second, from
9 available funds in the Debtor's operating account.

10 **4. Amount of unencumbered funds in the estate.** Other than the professional retainer
11 referenced in ¶ 3 above, all funds of the bankruptcy estate are subject to the terms and conditions of
12 the *Final Order (1) Authorizing Use of Cash Collateral, and (2) Granting Adequate Protection*
13 [Docket No. 72] (the "Final Cash Collateral Order") and any subsequent order of the Court with
14 respect thereto.

15 **5. Financial Status of the Chapter 11 Debtor.** The Debtor has remained current on all
16 postpetition expenses, and there are no accrued and unpaid administrative expenses, excluding
17 professional fees, as of the filing of this Second Interim Application. The Debtor continues to fund its
18 operating expenses without the need for debtor-in-possession financing.

19 **6. Monthly Operating Reports and U.S. Trustee Fees.** The Debtor has filed a Monthly
20 Operating Report for each month this Chapter 11 Case has been pending. All U.S. Trustee fees that
21 have become due and owing have been paid, and there are no outstanding fees past due.

22 **7. Other Professionals Whose Employment Has Been Authorized.** The Court entered orders
23 authorizing the Debtor's employment of the following professionals pursuant to section 327 of the

Bankruptcy Code as follows:

Professional	Role	Order Entered	Docket No.
Bush Kornfeld LLP	Bankruptcy Counsel	Feb. 16, 2024	63
Cascade Capital Group, LLC	Financial Advisor	Feb. 22, 2024	69
Smith Currie Oles LLP	Special Litigation Counsel	Mar. 29, 2024	89 ¹

8. Amount of Fees and Costs Currently Requested. This Second Interim Application requests allowance and payment of fees earned in the amount of \$139,105.50 and costs incurred in the amount of \$2,735.10 during the Second Interim Period, as set forth in detail in **Exhibit A** attached hereto. Exhibit A is a true and accurate copy of Bush Kornfeld's invoice to the estate.

9. Summary of Services Provided; Result and Benefit to the Estate. In accordance with LBR 2016-1(a)(6), Bush Kornfeld submits the following summary of the Firm's professionals and hourly rates of such professionals who have performed services for the Debtor in this Chapter 11 Case:

Name of Timekeeper	Initials	Hourly Billing Rate
James L. Day, Partner	JLD	\$625
Thomas A. Buford, Partner	TAB	\$525
Richard B. Keeton, Associate	RBK	\$395
Lesley D. Bohleber, Associate	LDB	\$380

In accordance with LBR 2016-1(a)(6), Bush Kornfeld has categorized the services it has performed for the Debtor during the Second Interim Period into the following categories:

Billing Categories	Hours	Amount Billed
Adversary Proceeding	28.20	\$11,457.50
Contracts/Leases	4.90	\$2,257.50
Disclosure Statement and Plan Process	178.20	\$98,891.00
Fees	6.30	\$2,863.00
Financing and Cash Collateral	3.30	\$1,408.50
General Administration	28.20	\$14,848.50
Reporting	12.10	\$4,845.00
Schedules and Statement of Financial Affairs	6.10	\$2,337.00

¹ Order vacated on September 3, 2024 by the Court's *Order Following Order to Show Cause* [Docket No. 161].

Billing Categories	Hours	Amount Billed
United States Trustee	0.50	\$197.50
TOTAL	267.80	\$139,105.50

Descriptive summaries of Bush Kornfeld's services by category are as follows:

a. Adversary Proceeding. Bush Kornfeld has served as co-counsel with Smith Currie Oles to represent the Debtor in the adversary proceeding styled *Walsh Construction Company II, LLC v. Pine Esker, LLC, et al.*, Adv. Proc. No. 24-01010-CMA, pending in this Court. In this role, the Firm represented the Debtor in this proceeding and advised and conferred with the Debtor's litigation counsel on procedural and substantive matters in connection with the lawsuit, including, among other things, summary judgment motions on the determination of Walsh Construction Company II, LLC's ("Walsh") asserted delay damages and priority dispute, jury demand issues, potential mediation, dismissal of certain parties, motions for reconsideration, title insurance indemnity claims, and withdrawal of Smith Currie Oles as counsel to the Debtor in the adversary proceeding.

b. Contracts/Leases. The category consists of time entries related to responding to the U.S. Trustee's motion for order to compel the Debtor to list residential tenant lessees on Schedule G. Bush Kornfeld conferred with the client and engaged discussions with the U.S. Trustee's office for potential resolutions. The Firm prepared and filed a substantive response to the motion to compel, and appeared and argued on behalf of the Debtor at the hearing on the motion.

c. Disclosure Statement and Plan Process. Bush Kornfeld has expended considerable time and effort into the plan confirmation process, seeking to move the case to a process where the value of the Debtor's apartment project could be maximized for the benefit of all creditors. The Firm sought and obtained Court approval of an initial disclosure statement, and worked closely with the Debtor to formulate an amended plan of reorganization that provided for payment to creditors from cash on hand, income generated from the Debtor's operations, and the proceeds of a refinance of the

1 existing secured financing or a sale of the Debtor's real property. In doing so, the Firm negotiated on
2 behalf of the Debtor with the various major stakeholders in this Chapter 11 Case regarding plan terms
3 and claim settlement issues, and conferred with the client and its financial advisor regarding the same.

4 Bush Kornfeld also worked with the client to gather, assemble and analyze pertinent
5 information to submit to the Court detailing the Debtor's corporate structure and prepetition financing.
6 This task required an in-depth analysis of numerous financial and corporate governance documents.
7 The Firm worked with the client and corresponded with creditors to solicit plan ballots. Bush
8 Kornfeld prepared and filed a ballot summary and exhaustive pre-confirmation report, therein
9 addressing various issues raised in objections to confirmation. The Firm appeared and presented on
10 behalf of the Debtor at the confirmation hearing.

11 After confirmation of the amended plan was denied, the Firm worked closely with the Debtor
12 to formulate alternative plan terms which culminated in the Debtor's plan of liquidation and
13 accompanying disclosure statement for the liquidating plan. In connection with the liquidating plan,
14 the Firm initiated discussions with the proposed special master, counsel for Pivot Apartment Lender,
15 LLC ("Pivot Lender"), Walsh, and the U.S. Trustee's office. Bush Kornfeld subsequently reviewed
16 and analyzed Pivot Lender's motion to confirm plan exclusivity had terminated, and corresponded
17 with Pivot Lender's counsel regarding the same. Following the filing of Pivot Lender's competing
18 plan of liquidation and accompanying disclosure statement, the Firm undertook a detailed analysis of
19 the proposed terms of the competing plan and corresponded with the client and Pivot Lender's counsel
20 on various issues in relation to the same.

21 **d. Fees.** Bush Kornfeld prepared, filed and obtained Court approval of its first interim
22 application for compensation and reimbursement of expenses. The Firm also corresponded with
23 special counsel regarding Court approval of fees.

1 **e. Financing and Cash Collateral.** The Firm advised the Debtor with respect to budget
2 issues and use of cash collateral. Bush Kornfeld additionally analyzed the motion of Pivot Lender for
3 an order requiring the Debtor to pay 75% of its cash collateral to Pivot Lender, and corresponded with
4 the client and counsel for Pivot Lender to facilitate the payment.

5 **f. General Administration.** Throughout this Chapter 11 Case, Bush Kornfeld has
6 represented the Debtor with respect to the customary tasks required of a chapter 11 debtor, including,
7 among other things: (i) addressing inquiries regarding insurance, rent rolls, property taxes, and
8 management fees; (ii) claims analysis; (iii) obtaining refunds of inadvertent payments; (iv) discussing
9 various operational and payment issues with the client; (v) addressing general inquiries from the client
10 and creditors regarding the bankruptcy process and case status. This category also includes time
11 entries in relation to the *Order to Show Cause* [Docket No. 151] why the Court should not vacate the
12 Smith Currie Oles employment order, including conferring with special counsel and the client,
13 gathering information and providing analysis to special counsel, preparing a detailed response to the
14 show cause order, and appearing and presenting on behalf of the Debtor at the show cause hearing.

15 **g. Reporting.** Bush Kornfeld worked closely with the client with respect to the Debtor's
16 monthly operating reports. The Firm reviewed and provided comments and suggested revisions on
17 each monthly operating report and supporting financial documents, and finalized and filed the same.
18 The Firm also worked with the client to provide additional disclosures regarding certain inadvertent
19 payments and reconciliation of asset management fees.

20 **h. Schedules and Statement of Financial Affairs.** The Firm worked with the client to
21 prepare and file an Amended Schedule D and an Amended Statement of Financial Affairs, which
22 included a detailed narrative regarding bank accounts and corporate structure to clarify various
23 disclosures of transfers listed on the SOFA.

i. **United States Trustee.** Bush Kornfeld corresponded with the client and office of the U.S. Trustee regarding payments of U.S. Trustee quarterly fees.

10. Summary of Costs and Expenses. In accordance with LBR 2016-1(a)(7), Bush Kornfeld provides the following summary identifying all expenses by category:

Costs/Expenses	Amount Billed
Baluster Discovery (copying and mailing)	\$2,701.10
Court Filing Fees	\$34.00
TOTAL	\$2,735.10

The requested expenses are charged at rates customarily applied to Bush Kornfeld's clients. As required by LBR 2016-1(a)(7), itemized statements on expenses incurred during the Second Interim Period are set forth at the end of the invoice attached as Exhibit A.

11. Status of the Case and Progress. On September 16, 2024, the Debtor filed its *Plan of Liquidation* [Docket No. 164] (the "Liquidating Plan") and *Disclosure Statement for Debtor's Plan of Liquidation* [Docket No. 165] (the "Disclosure Statement") with the Court. The Debtor is seeking Court approval of the Disclosure Statement, and a continued hearing to determine the adequacy of the Disclosure Statement is scheduled for November 14, 2024.

12. Tasks Remaining and Projection of Future Fees and Expenses. The Debtor is continuing to negotiate plan settlement terms with Pivot Lender, Walsh, and other creditors and parties in interest in an effort to reach a consensual plan. There are still significant negotiations needed to finalize a consensual plan and to resolve related issues pertaining to, among other things, estimation of claims and procedure for auction and sale of the real property. Bush Kornfeld will continue to represent the Debtor in all tasks requiring counsel up to and through confirmation. Bush Kornfeld anticipates there will be funds available from the Debtor's business operations to fund the Firm's future work performed on behalf of the Debtor and the estate.

1 Bush Kornfeld submits that the hourly rates for its attorneys and the time spent are both
2 reasonable and appropriate in the relevant community and in view of the circumstances of this case,
3 the complexity and numerosity of the issues presented, and the size of the creditor claims in this case.
4 By this Second Interim Application, Bush Kornfeld requests that the Court approve the allowance of
5 compensation and the reimbursement of expenses during the Second Interim Period. The full scope of
6 the services provided and the related expenses incurred are fully described herein and/or in the
7 attached Billing Statement attached as Exhibit A. All services for which Bush Kornfeld requests
8 compensation were performed for or on behalf of the Debtor.

9 The professional services and related expenses for which Bush Kornfeld requests allowance of
10 compensation and reimbursement of expenses were rendered and incurred in connection with this case
11 in the discharge of Bush Kornfeld's professional responsibilities as attorneys for the Debtor in this
12 Chapter 11 Case. Bush Kornfeld's services were necessary and beneficial to the Debtor and its estate,
13 creditors, and other parties in interest. In accordance with the factors enumerated in § 330, the amount
14 requested by Bush Kornfeld is fair and reasonable given (a) the complexity of the case, (b) the time
15 expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the
16 costs of comparable services other than in a case under the Bankruptcy Code.

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IV. CONCLUSION

WHEREFORE, for all the forgoing reasons, Bush Kornfeld respectfully submits that its requested fees and expenses herein are reasonable and appropriate, requests entry of an order awarding the Firm \$141,840.60, comprising fees of \$139,105.50 and expense reimbursements of \$2,735.10, and granting interim approval of this Second Interim Application.

DATED this 14th day of November, 2024.

BUSH KORNFELD LLP

By /s/ James L. Day
James L. Day, WSBA #20474
Richard B. Keeton, WSBA #51537
Attorneys for the Debtor

DECLARATION OF JAMES L. DAY

JAMES L. DAY declares as follows:

I am a partner at the law firm of Bush Kornfeld LLP (the “Firm” or “Bush Kornfeld”), and am one of the attorneys responsible for the representation of the Debtor in the above-captioned Chapter 11 Case. I have personal knowledge of the facts stated herein, and am competent to testify to them. I am submitting this declaration in support of the *Second Interim Application for Compensation and Reimbursement of Expenses of Bush Kornfeld LLP* (the “Second Interim Application”).²

1. By way of this Second Interim Application, Bush Kornfeld seeks its interim allowance of fees and costs totaling \$141,840.60, comprising fees of \$139,105.50 and expenses of \$2,735.10.

2. As set forth in the Second Interim Application, Bush Kornfeld previously applied for and was awarded compensation in the amount of \$78,078.50, and expense reimbursements in the amount of \$992.71, for a total payment of \$79,071.21 authorized under the First Interim Order. This amount has been paid.

a. I have read the Second Interim Application;

b. The compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by Bush Kornfeld and generally accepted by the Firm’s clients;

c. At all relevant times, Bush Kornfeld has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtor;

d. Neither Bush Kornfeld nor any members of the Firm has any agreement or

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Second Interim Application.

1 understanding of any kind or nature to divide, pay over or share any portion of the fees or
2 expenses to be awarded to Bush Kornfeld with any other person or attorney except as among
3 the members and associates of Bush Kornfeld;

4 e. To the best of the knowledge, information and belief of the undersigned,
5 formed after reasonable inquiry, no time has been billed to the Debtor outside the scope of
6 work authorized by the order authorizing the employment of Bush Kornfeld;

7 f. All compensation for services rendered and reimbursement for expenses
8 incurred, for which an award is sought for representing the interests of the Debtor, were
9 necessary and beneficial to the Debtor in connection with the Chapter 11 Case; and

10 g. To the best of the knowledge, information and belief of the undersigned,
11 formed after reasonable inquiry, the compensation and expense reimbursement sought herein
12 is in conformity with the Bankruptcy Rules, the Local Rules, and the Guidelines of the Office
13 of the United States Trustee.

14 3. In the ordinary course of its business, the Firm keeps a record of all time expended by
15 its professionals and para-professionals in the rendering of professional services on a computerized
16 billing system as follows: At or near the time the professional services are rendered, attorneys and
17 other professionals of the Firm input the time record, including the client/matter number, duration of
18 time expended, a description of the nature of the services performed directly into the Firm's computer
19 billing system. The Firm's computer billing system keeps a record of all time spent on a client/matter,
20 the professional providing the services and a description of the services rendered. The Firm's
21 computer billing system computes the time expended by each professional by the respective
22 professional's billing rate to calculate the amount of the fee associated. The Firm conducts its
23 business in reliance on the accuracy of such business records.

1 4. I have reviewed the Firm's invoice for services rendered in connection with its
2 representation of the Debtor in this Chapter 11 Case during the Second Interim Period, a true and
3 correct copy of which is attached to this declaration as **Exhibit A**.

4 5. It is the Firm's usual practice to allocate work and assignments in an efficient manner
5 to achieve an effective result. As demonstrated in the Second Interim Application, the practice has
6 been followed in this Chapter 11 Case.

7 6. At any time a reimbursable charge is incurred on behalf of a client, such as photocopy
8 expenses and the like, employees of the Firm keep a written or electronic record of the file number for
9 which the charges were expended and a brief description of the nature of the expense. Written records
10 are also transcribed into the computer system which, together with the records of time spent providing
11 professional services, are transcribed onto monthly bills.

12 7. With respect to costs for the reproduction of documents, the photocopy operator must
13 manually enter in the system the coded "client" number and "matter" number assigned to that
14 particular case and the number of photocopies made.

15 8. An itemized statement of expenses is set forth at the end of Bush Kornfeld's invoice.

16 9. I have reviewed the requirements of Local Bankruptcy Rule 2016-1. I believe the
17 Second Interim Application complies with Local Rule 2016-1.

18 10. I participated in preparing, am familiar with, and have read the Second Interim
19 Application. To the best of my knowledge, information and belief, the facts in the Second Interim
20 Application are true and correct.

1 I declare under penalty of perjury that the foregoing is true and correct.

2 SIGNED this 14th day of November, 2024 at Seattle, Washington.

3 /s/ James L. Day

4 James L. Day

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SECOND INTERIM APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF BUSH KORNFELD LLP

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BUSH KORNFELD LLP

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EXHIBIT A

Bush Kornfeld LLP
601 Union St., Suite 5000
Seattle, WA 98101-2373

Phone (206) 292-2110; Fax 292-2104
Federal Tax I.D. #91-1560644

B-1208 PINE, LLC
[via email]

November 14, 2024
Invoice # 25032

In Reference To: OUR CLIENT MATTER NO: 2687-20231
General

TOTAL PROFESSIONAL FEES AND EXPENSES PER DETAIL BELOW

\$141,840.60

Professional services

			<u>Hours</u>	<u>Amount</u>
<u>ADVERSARY PROCEEDING</u>				
5/2/2024	JLD	Attend and participate in hearing on summary judgment motion in Walsh/Lender priority dispute; Post-hearing conferences with counsel.	1.30	812.50
5/3/2024	RBK	Review stipulation to dismiss certain claims of SJS Mechanical and Walsh Construction, and review signed order approving stipulation and dismissing claims.	0.10	39.50
5/17/2024	JLD	Read and respond to email from D. Oles regarding filing of summary judgment motion.	0.20	125.00
5/20/2024	JLD	Review pleadings in support of summary judgment regarding disallowance of delay damages claim (.8); Email to D. Oles regarding same (.1).	0.90	562.50
5/21/2024	RBK	Review and consider court's memorandum decision on Walsh's motion for summary judgment, and emails with J. L. Day and D. Oles re same.	0.50	197.50

			<u>Hours</u>	<u>Amount</u>
5/21/2024	JLD	Emails with R. Keeton re court's decision on Walsh's motion for summary judgment.	0.10	62.50
5/22/2024	RBK	Review and annotate draft motion for summary judgment and supporting pleadings prepared by D. Oles (.6); Conference with J. L. Day re same (.1); Email to J. L. Day re various suggested revisions, additions and considerations to summary judgment motion and evidence (.3); Phone call with D. Oles re summary judgment motion and related evidentiary issues (.5); Work on revisions to proposed form of order, and emails with D. Oles re same (.4); Work on notice of hearing, and email to D. Oles re same (.2); Emails with D. Oles re chambers copies (.1); Review summary judgment motion filing, and confer with P. Sutton re deadlines and calendaring (.1).	2.20	869.00
	JLD	Conference with R. Keeton re draft motion for summary judgment and supporting pleadings prepared by D. Oles (.1); Email with R. Keeton re various suggested revisions to summary judgment motion and evidence (.3).	0.40	250.00
5/30/2024	RBK	Review Pivot Apartment Lender's motion for partial summary judgment.	0.20	79.00
5/31/2024	RBK	Phone call with J. Haughney re case status and summary judgment issues, arguments and strategy.	0.40	158.00
6/11/2024	RBK	Review court's order setting status conference.	0.10	39.50
6/12/2024	RBK	Review letter from J. Haughney re service of summary judgment motion.	0.10	NO CHARGE
6/13/2024	RBK	Emails with J. L. Day re status conference.	0.10	NO CHARGE
	JLD	Emails with R. Keeton re status conference.	0.10	NO CHARGE
6/21/2024	RBK	Review order following status conference entered in Walsh Construction adversary proceeding.	0.10	39.50

			<u>Hours</u>	<u>Amount</u>
6/25/2024	RBK	Emails with J. Haughney re continued summary judgment hearing.	0.10	39.50
6/27/2024	RBK	Review signed order on stipulation to dismiss SJS Mechanical Services and Travelers Casualty and Surety (.1); Phone call with J. Haughney re jury demand issues (.1).	0.20	79.00
6/28/2024	RBK	Review local bankruptcy rules, local civil rules, and federal civil rules regarding jury demand procedures, and prepare and send email memorandum to J. Haughney analyzing whether Walsh properly filed its jury demand.	0.70	276.50
7/2/2024	RBK	Emails with J. Haughney re procedure for court approval of stipulation for dismissal of Bank OZK, and review and comment on stipulation and draft form of order approving stipulation (.3); Review correspondence from J. Haughney and J. L. Day re potential mediation (.1).	0.40	158.00
7/3/2024	RBK	Several emails with L. Wong, J. L. Day, J. Haughney, D. Oles and M. Calvert re potential mediation (.2); Phone calls with J. Haughney and J. L. Day re same and strategy going forward (.2); Review stipulation by all remaining parties on nature of claims and whether triable by jury (.1).	0.50	197.50
	JLD	Emails with R. Keeton re potential mediation (.1); Telephone calls with J. Haughney and R. Keeton re strategy going forward (.2).	0.30	187.50
7/22/2024	JLD	Telephone conference with J. Haughney regarding mediation.	0.20	125.00
7/24/2024	RBK	Phone call with J. Haughney re summary judgment motions and potential for mediation.	0.20	79.00
7/26/2024	JLD	Read various pleadings related to pending summary judgment motions (6); Email to lender's counsel regarding lender's best outcome as to Walsh (.1).	0.70	437.50

			<u>Hours</u>	<u>Amount</u>
8/1/2024	JLD	Conference with R. Keeton re summary judgment proceedings (.3); Attend hearings on various motions for summary judgment (3.2); Call with R. Keeton regarding same (.2).	3.70	2,312.50
	RBK	Conference with J. L. Day re summary judgment proceedings (.3); Two phone calls with D. Oles and J. Haughney re same and disclosure issues (.5); Follow-up call with J. L. Day (.2); Phone call with P. Lam re Bank OZK and Trimont loan payoffs (.2); Conference with A. J. Kornfeld re same (.3); Emails with J. Haughney re action items and deliverables to Smith Currie (.1); Emails with P. Lam and J. L. Day re Pivot real property transfer (.1); Listen to certain relevant portions of summary judgment hearing audio file re jury demand, B-1208 Pine motion for summary judgment, and court's directives re supplemental disclosures and required filings (1.3).	3.00	1,185.00
8/3/2024	JLD	Read and respond to email from D. Oles.	0.10	62.50
8/8/2024	RBK	Several emails with D. Oles and J. L. Day re form of order denying debtor's summary judgment motion (.2); Phone call with D. Oles re same and strategy re amending order (.2).	0.40	NO CHARGE
8/9/2024	RBK	Emails with J. Haughney re motion for reconsideration, and conference with J. L. Day re same (.3); Video conference with D. Oles, J. Haughney, and J. L. Day re motion for reconsideration (.6); Review local rules and civil rules re reconsideration, and emails with J. Haughney re same (.3).	1.20	474.00
	JLD	Read and respond to various emails from D. Oles and J. Haughney (.2); Conference with R. Keeton regarding same (.3); Video conference with D. Oles, J. Haughney and R. Keeton (.6).	1.10	687.50
8/12/2024	RBK	Emails with D. Oles re appeal and re-filing issues re summary judgment motion.	0.20	79.00

			<u>Hours</u>	<u>Amount</u>
8/13/2024	RBK	Emails with J. Haughney re certain adversary proceeding filings (.2); Review order to show cause, and phone call with J. L. Day re same (.3).	0.50	197.50
	JLD	Read and respond to email from D. Oles regarding pending issues (.2); Read order to show cause (.2); Call with R. Keeton regarding same (.1).	0.30	187.50
8/21/2024	RBK	Review revised draft motion to amend summary judgment order, and emails with J. L. Day and D. Oles re same.	0.20	NO CHARGE
8/22/2024	RBK	Review Pivot Apartment Lender's motion for reconsideration.	0.30	118.50
8/23/2024	RBK	Review letter from B. Pierce for Old Republic National Title re indemnity obligations related to Walsh claim of lien, and emails with J. L. Day and D. Oles re same.	0.30	118.50
	JLD	Emails with R. Keeton re Walsh Claim of Lien.	0.10	62.50
8/26/2024	RBK	Review and comment on draft response letter to B. Pierce, and emails with J. L. Day re same (.1); Review letter from D. Oles to Judge Alston re Bank OZK notice of appearance (.1).	0.20	79.00
	JLD	Emails with R. Keeton re response letter to B. Pierce.	0.10	62.50
8/30/2024	JLD	Emails with D. Oles and R. Keeton regarding call to discuss next steps.	0.10	NO CHARGE
	RBK	Emails with J. Haughney, J. L. Day, and J. Wong re meeting to discuss substitution counsel and next steps in adversary proceeding.	0.10	NO CHARGE
9/6/2024	RBK	Review order on Pivot Apartment Lender's motion for reconsideration, and emails with J. Haughney and D. Oles re same.	0.10	39.50
9/12/2024	RBK	Review court's order denying Pivot Apartment Lender's motion for summary judgment.	0.10	NO CHARGE

			<u>Hours</u>	<u>Amount</u>
9/13/2024	RBK	Phone call with J. Haughney re motion to amend summary judgment order.	0.10	NO CHARGE
9/17/2024	RBK	Phone call with D. Papiez re adversary proceeding, positions, potential summary judgment motion, trial and settlement issues, and other related matters (.5); Review and consider court's memorandum decision on Walsh Construction Company's jury demand (.3).	0.80	316.00
10/1/2024	JLD	Email and call with J. Kaplan regarding status of Walsh litigation.	0.20	125.00
10/3/2024	RBK	Review Walsh Construction Company's response to motion to amend, and emails with D. Oles re same.	0.20	NO CHARGE
10/7/2024	RBK	Listen certain portions of audio recording of August 1 hearing to formulate reply and prepare for hearing (.3); Draft reply in support of motion to amend, review and revise same, and coordinate filing of same (1.0).	1.30	NO CHARGE
10/10/2024	RBK	Prepare for and attend hearing on motion to amend (1.7); Phone call with J. Haughney to debrief hearing and discuss next steps (.3).	2.00	NO CHARGE
10/11/2024	RBK	Review proposed form of order denying motion for partial summary judgment and email from M. Kutsin re same.	0.10	NO CHARGE
10/15/2024	RBK	Phone call with J. Haughney re withdrawal as counsel for Pivot Apartments Lender and B-1208 Pine (.1); Follow-up emails with J. Haughney re same and procedure (.2).	0.30	118.50
10/18/2024	RBK	Emails with J. Haughney re form of notice of withdrawal and substitution, and execution of same (.2); Phone call with J. Haughney re status of representation of Pine Esker (.1).	0.30	118.50
10/21/2024	RBK	Emails with J. Haughney re notices of withdrawal and substitution, and review same.	0.10	39.50

			<u>Hours</u>	<u>Amount</u>
10/24/2024	RBK	Emails with J. L. Day re status of adversary proceeding and next steps and strategy.	0.20	79.00
	JLD	Emails with R. Keeton re the status of adversary proceeding.	0.10	62.50
10/25/2024	RBK	Emails with L. Wong and J. Wong re adversary proceeding status (.1); Phone call with L. Wong and J. Wong re same and strategy going forward (.2).	0.30	118.50
SUBTOTAL:			[28.20	11,457.50]

CONTRACTS/LEASES

9/18/2024	RBK	Review U.S. Trustee's motion for order to compel debtor to list lessees on Schedule G, and conferences with T. Buford and J. L. Day re same.	0.40	158.00
	JLD	Review of U.S. Trustee's motion for order to compel debtor to list lessees on Schedule G and conference with R. Keeton and T. Buford re the same.	0.40	250.00
10/1/2024	RBK	Phone call with M. Johnson re U.S. Trustee's motion to compel debtor to list lessees on Schedule G.	0.20	79.00
10/10/2024	RBK	Phone conference with J. L. Day re response to U.S. Trustee's motion to compel debtor to list lessees on Schedule G (.5); Prepare response to U.S. Trustee's motion to compel, and review and revise same (1.8); Emails with J. L. Day re same (.1); Review, edit and finalize response, and coordinate filing of same (.2).	2.60	1,027.00
	JLD	Telephone call with R. Keeton re response to U.S. Trustee's motion to compel debtor to list lessees on Schedule G (.5); Review draft response (.4); Emails with R. Keeton regarding same (.1).	1.00	625.00
10/11/2024	RBK	Review and consider counter-arguments raised in U.S. Trustee's reply in support of motion to compel debtor to list lessees on Schedule G.	0.20	79.00

			<u>Hours</u>	<u>Amount</u>
10/18/2024	RBK	Review court's order on U.S. Trustee's motion for order to compel debtor to list lessees on Schedule G.	0.10	39.50
SUBTOTAL:			[4.90	2,257.50]
<u>DISCLOSURE STATEMENT AND PLAN PROCESS</u>				
5/8/2024	RBK	Review and consider objections raised in Pivot Apartments Lender's objection to approval of disclosure statement.	0.50	197.50
	JLD	Call with D. Crabbe to schedule meet and confer on objection to disclosure statement (.1); Read and respond to email from L. Wong regarding same and to schedule group call (.1).	0.20	125.00
5/9/2024	JLD	Read in detail Pivot Lender's objection to disclosure statement (.6); Conference with Pivot Lender counsel regarding same (1.1); Video conference with client regarding same (1.1).	2.80	1,750.00
	RBK	Emails with J. Haughney re disclosure statement hearing.	0.10	39.50
5/13/2024	JLD	Read lender's objection to approval of disclosure statement (.4); Working on revisions to plan and disclosure statement to address lender's objection (2.8); Correspondence to lender's counsel regarding same (.1); Prepare response to lender's objection to disclosure statement (.6).	3.90	2,437.50
5/15/2024	JLD	Various emails with D. Crabbe regarding response to edits to plan and disclosure statement.	0.30	187.50
5/16/2024	JLD	Correspondence to client regarding status of discussions with lender (.2); Various emails with client and D. Crabbe regarding possible continuance of hearing on approval of disclosure statement (.1); Attend hearing (.7); Email to client regarding hearing (.1).	1.10	687.50

		<u>Hours</u>	<u>Amount</u>
5/28/2024	JLD Various emails with D. Crabbe and client regarding scheduling settlement conference with lender (.4); Emails with S. Soli regarding Lees (.2).	0.60	375.00
5/29/2024	RBK Video conference with J. Wong, L. Wong, M. Calvert and J. L. Day re plan and disclosure statement issues and related strategy and action items (1.0); Review email from D. Crabbe summarizing disclosure statement objections (.1); Video conference with D. Crabbe, D. Zinman, J. Feuerstein and J. L. Day re plan terms and disclosure statement objections (.6); Follow-up phone call with J. L. Day re same and next steps (.4); Emails with client group re follow-up to lender call (.1).	2.20	869.00
	JLD Prepare for and participate in video conference with J. Wong, L. Wong, M. Calvert and R. Keeton regarding plan and disclosure statement issues in preparation for lender call (1.4); Read and respond to email from D. Crabbe regarding lender's disclosure statement objections (.1); Video conference with D. Crabbe, D. Zinman, J. Feuerstein and R. Keeton regarding same and regarding possible revised plan terms (.6); Follow-up phone call with R. Keeton regarding same (.4); Various emails with client group regarding follow-up to lender call (.3); Emails with R. Keeton regarding Lee claim (.2); Emails with S. Soli to schedule call (.1).	3.10	1,937.50
5/30/2024	RBK Video conference with J. Wong, L. Wong, M. Calvert and J. L. Day re recap of Pivot Lender discussion and plan strategy (.7); Follow-up phone call with J. L. Day re action items (.2); Review county records for encumbrances against Pivot real property, and email to J. L. Day re South Point Capital and Lee & Lee deeds of trust (.4); Cursory research re allowed claim required for plan voting and distributions, and prepare notes re same (1.1).	2.40	948.00
	JLD Email to L. Bohleber regarding research as to treatment of claim where lien disallowed (.1); Email to D. Crabbe regarding status of updated plan and disclosure	1.60	1,000.00

		<u>Hours</u>	<u>Amount</u>
	statement drafts (.1); Prepare for and participate in video conference with J. Wong, L. Wong, M. Calvert and R. Keeton regarding summary of lender call and treatment of Lee and South Pont claims (.9); Follow-up phone call with R. Keeton regarding same (.2); Read and respond to email from R. Keeton regarding research on treatment of claims with disallowed liens (.2); Email to client regarding Solterra deed of trust (.1).		
5/31/2024	RBK Analyze various plan provisions and claim treatment (.2); Phone call with J. L. Day re Walsh claim and plan issues (.4).	0.60	237.00
	LDB Begin research re effect of unfiled claim (.5); Phone conference with J. L. Day re the same (.3); Continue research re the same (1.4).	2.20	836.00
	JLD Call with S. Soli regarding Madison claim (.5); Email to S. Soli regarding lien issues and amount of Madison's claim (.2).	0.70	437.50
	JLD Telephone call with R. Keeton re Walsh claim and plan issues.	0.40	250.00
6/3/2024	RBK Review and consider redline of first amended plan of reorganization, and email with J. L. Day re same (.3); Cursory review of Lee and Li loan documents (.2).	0.50	197.50
	JLD Working on revisions to First Amended Plan (2.6); Email to R. Keeton and client regarding same (.4); Review county records regarding lien claims of Lee and South Point (.6); Email to client regarding same (.1); Extended telephone conference with client regarding plan matters (1.1).	4.80	3,000.00
6/4/2024	JLD Review in detail DOTs and debt instruments for Lee and Li (.4); Email to client regarding same (.1); Working on further edits to First Amended Plan and First Amended Disclosure Statement (1.6); Correspondence to lender's counsel regarding same (.1).	2.20	1,375.00

			<u>Hours</u>	<u>Amount</u>
6/5/2024	JLD	Various emails and call with D. Crabbe regarding disclosure statement (.6); Correspondence to client regarding same (.2); Conference with R. Keeton regarding same (.2); Begin preparing for hearing (.4).	1.40	875.00
	RBK	Emails with J. L. Day re status of Madison negotiation and upcoming hearing on disclosure statement (.1); Conference with J. L. Day re disclosure statement objections (.2).	0.30	118.50
6/6/2024	RBK	Emails with J. L. Day, M. Calvert and J. Wong re disclosure statement hearing and next steps (.1); Follow-up phone call with J. L. Day re same (.1).	0.20	79.00
	JLD	Prepare for and participate in hearing on approval of disclosure statement (2.6); Post-hearing discussions with lender's counsel (.2); Phone call with R. Keeton and correspondence to client regarding same (.3); Prepare further edits to First Amended Disclosure Statement and send to client for approval (.8); Emails with lender's counsel regarding call to discuss scheduling (.2).	4.30	2,687.50
6/7/2024	JLD	Correspondence to D. Crabbe and client regarding revised version of disclosure statement.	0.20	125.00
6/10/2024	JLD	Video conference with D. Crabbe and D. Zinman regarding scheduling.	0.60	375.00
6/11/2024	JLD	Read and respond to emails from D. Crabbe regarding setting of evidentiary hearing on proposed plan (.1); Review and approve letter to court regarding suggested dates (.1).	0.20	125.00
6/13/2024	JLD	Working on draft of order approving disclosure statement (1.6); Correspondence to lender counsel regarding same (.1); Brief call with D. Crabbe regarding same (.1); Emails with S. Soli (.1); Working on Deed of Trust amendment regarding treatment of Class 2 (.9); Extended telephone conference with client	4.80	3,000.00

			<u>Hours</u>	<u>Amount</u>
		regarding plan issues (.8); Working on draft of settlement proposal regarding Class 2 (1.2).		
6/14/2024	JLD	Various emails with client regarding budget matters (.3); Email to D. Crabbe (.1); Working on drafts of first amended plan and disclosure statement, and proposed order approving disclosure statement and setting hearing on plan confirmation (2.3); Prepare declaration for filing redline versions to alert court to changes (.4).	3.10	1,937.50
6/17/2024	RBK	Emails with J. L. Day re disclosure statement exhibits.	0.20	79.00
	JLD	Emails with R. Keeton regarding disclosure statement exhibits.	0.20	125.00
6/18/2024	JLD	Working on settlement proposal to lender regarding revised plan treatment (1.4); Read and respond to email from D. Oles regarding setting of trial date (.2).	1.60	1,000.00
6/20/2024	JLD	Email to D. Crabbe regarding exhibits to disclosure statement (.1); Prepare for and participate in hearing on approval of First Amended Disclosure Statement, and attend initial hearing on summary judgment motions (2.7); Email to D. Crabbe regarding approval of disclosure statement (.1); Correspondence to P. Sutton regarding filing of amended plan and disclosure statement and supporting declaration (.2).	3.10	1,937.50
6/21/2024	RBK	Review signed order approving first amended disclosure statement and setting confirmation hearing.	0.10	NO CHARGE
6/23/2024	RBK	Email to client group re confirmation hearing.	0.10	39.50
6/26/2024	JLD	Working on comprehensive plan proposal (1.8); Email to client regarding same (.1).	1.90	1,187.50
6/27/2024	JLD	Prepare for and participate in extended video conference with client regarding proposed plan settlement (1.8); Working on revisions to settlement offer (.9); Email to client regarding same (.1).	2.80	1,750.00

			<u>Hours</u>	<u>Amount</u>
6/28/2024	JLD	Read and respond to email from M. Calvert regarding settlement proposal (.1); Telephone conference with client regarding same (.1); Email to D. Crabbe to schedule call (.1); Prepare notice of hearing on confirmation of plan (.3); Email to P. Sutton regarding same (.1).	0.70	437.50
7/1/2024	JLD	Various emails with D. Crabbe regarding financial questions and to schedule call (.2); Email with client regarding same (.1).	0.30	187.50
7/2/2024	JLD	Prepare for and participate in conference call with lender's counsel regarding plan treatment (.8); Prepare correspondence to counsel regarding proposed terms (.6); Correspondence to client regarding summary of call (.4); Follow up call with D. Crabbe (.3); Read and respond to email from J. Haughney regarding possible mediation (.2); Read and respond to email from L. Wong (.1).	2.40	1,500.00
7/3/2024	JLD	Call with special counsel regarding proposed mediation (.6); Call with D. Crabbe regarding same (.4).	1.00	625.00
7/10/2024	JLD	Email to D. Crabbe regarding response to settlement proposal (.1); Read and respond to email from J. Haughney regarding possible mediation (.2).	0.30	187.50
7/12/2024	JLD	Email to client group regarding valuation issue.	0.10	62.50
7/13/2024	RBK	Emails with J. L. Day and T. Buford re service of plan and disclosure statement on tenants.	0.30	118.50
	JLD	Emails with T. Buford and R. Keeton re plan service issues.	0.10	62.50
7/15/2024	RBK	Emails with L. Wong re tenant list, and review same.	0.20	79.00
	JLD	Email to counsel for lender regarding status.	0.10	NO CHARGE

			<u>Hours</u>	<u>Amount</u>
7/16/2024	RBK	Emails with L. Wong re service address of retail tenant (.1); Email to and phone call with P. Sutton re additional service of plan and disclosure statement (.2); Email to M. Johnson re same (.1).	0.40	158.00
7/18/2024	JLD	Emails with J. Haughney regarding status of mediation discussions (.2); Telephone call from W. Lyon regarding possible mediation (.3).	0.50	312.50
7/20/2024	JLD	Correspondence to J. Haughney and client regarding possible mediation.	0.20	125.00
	JLD	Email to lender's counsel regarding settlement.	0.10	62.50
7/22/2024	JLD	Telephone conference with D. Crabbe regarding plan issues (.2); Email to client regarding same (.2).	0.40	250.00
7/23/2024	JLD	Telephone conference with D. Crabbe regarding settlement (.2); Correspondence to group regarding same and to schedule call (.1).	0.30	187.50
	RBK	Emails with J. L. Day re status of Madison negotiations and to set up call.	0.10	NO CHARGE
7/24/2024	RBK	Video conference with J. Wong, L. Wong, P. Lam, M. Calvert and J. L. Day re settlement negotiations with Madison, proposed plan terms, and strategy (.7); Follow-up emails with J. L. Day and client group re discussion with Madison counsel (.1).	0.80	316.00
	JLD	Prepare for and participate in video conference with client group regarding plan matters (.8); Video conference with lender's counsel regarding plan (.3); Correspondence to client regarding same (.2).	1.30	812.50
8/1/2024	JLD	Emails with client group and R. Keeton to schedule call.	0.10	NO CHARGE
	RBK	Emails with J. L. Day re status of Madison negotiation and to set up meeting.	0.10	NO CHARGE

		<u>Hours</u>	<u>Amount</u>
8/2/2024	RBK	2.30	908.50
	Strategy call with J. Wong, L. Wong, M. Calvert and J. L. Day re strategy call and to discuss disclosures and action items (1.6); Emails to numerous unsecured claimants re ballots and plan solicitation (.7).		
	JLD	4.40	2,750.00
	Listen to audio of final portion of August 1 hearing (.6); Emails with P. Lam regarding debt and corporate structure (.2); Telephone conference with P. Lam regarding same (.2); Prepare for and participate in conference call with client regarding plan matters (1.6); Begin working on declaration regarding details as to corporate structure (1.8).		
8/3/2024	JLD	1.80	1,125.00
	Begin working on declaration regarding corporate structure and financing in response to the court's questions and concerns.		
8/4/2024	JLD	4.70	2,937.50
	Continue working on declaration regarding corporate structure and financing; Review numerous financing and corporate governance documents regarding same.		
8/5/2024	JLD	3.90	2,437.50
	Working on declaration regarding corporate structure and financing (1.6); Telephone conference with R. Keeton regarding same (.3); Various emails with D. Oles regarding same (.2); Working on status report regarding plan discussions (.9); Various emails with client regarding balloting (.4); Read and provide comments to draft declaration from D. Oles (.4); Email to D. Oles regarding same (.1).		
	RBK	1.70	671.50
	Telephone conference with J. L. Day re corporate structure and financing disclosures (.3); Telephone conference with D. Oles and J. Haughney re same and Smith Currie Oles supplemental declaration (.6); Review, edit and provide comment on declaration regarding corporate structure and financing (.5); Read and provide comments to draft declaration from D. Oles, and emails with D. Oles and J. L. Day re same (.3).		

		<u>Hours</u>	<u>Amount</u>
8/6/2024	JLD	3.40	2,125.00
	Working on edits to and various emails with counsel regarding various declarations regarding financial and corporate structures, SCO's representation (1.6); Phone call with R. Keeton re same (.2); Working on report regarding status of plan confirmation activities (.6); Read and respond to email from D. Oles (.1); Read and respond to email from M. Johnson regarding plan matters (.2); Brief review of judicial estoppel elements (.1); Call with D. Crabbe regarding differing treatment of senior and mezz components of loan (.2); Correspondence to client regarding same (.3); Read and respond to email from W. Yeung regarding balloting (.1).		
	RBK	0.90	355.50
	Review revised draft declaration of D. Oles re Smith Currie engagement, and emails with D. Oles re same (.2); Phone call with J. L. Day re same and Wong declaration re financial disclosures (.2); Phone call with J. Haughney re same and conflict waiver (.2); Emails with J. Haughney re J. Wong correspondence (.1); Review email from J. L. Day re differing treatment of senior and mezz components of loan and potential plan implications (.1); Review and consider various plan issues raised by M. Johnson for the U.S. Trustee office and responses to same from J. L. Day (.1).		
8/7/2024	RBK	0.40	158.00
	Review draft report re plan of reorganization (.1); Phone call with creditor re submittal of ballot (.1); Emails with phone call with W. Yeung re ballots and plan classes (.2).		
8/8/2024	RBK	2.50	987.50
	Several emails with J. L. Day and W. Yeung re ballots received (.2); Emails with J. L. Day and J. Wong re potential mediation (.2); Review Pivot Apartment Lender's objection to confirmation (.3); Review and summarize ballots, and cross-reference scheduled and filed claims (.8); Prepare ballot summary pleading, and emails with J. L. Day re same (.9); Review U.S. Trustee's objection to confirmation (.1).		

			<u>Hours</u>	<u>Amount</u>
8/8/2024	JLD	Various emails with client regarding balloting (.2); Review initial ballots (.2); Email to R. Keeton regarding preparation of ballot report (.1); Telephone conference with D. Crabbe regarding possible mediation (.2); Correspondence to client regarding same (.2); Read and respond to email from D. Oles (.1).	1.00	625.00
8/9/2024	JLD	Call to Judge Holt's law clerk regarding possible mediation (.1); Email to all counsel regarding same (.1); Read email from L. Watkins declining mediation (.1); Telephone conference with D. Crabbe regarding same (.2).	0.50	312.50
	RBK	Review Walsh Construction's objection to confirmation.	0.20	79.00
8/10/2024	JLD	Working on pre-confirmation report.	2.80	1,750.00
8/11/2024	JLD	Read objections to plan confirmation, and continue working on pre-confirmation report and responses to objections to plan confirmation.	2.80	1,750.00
8/12/2024	RBK	Emails with J. Wong and J. L. Day re plan confirmation initial hearing.	0.10	39.50
	JLD	Working on pre-confirmation report (2.9); Read and respond to email from J. Wong regarding attending hearing (.1) Call with Judge Holt's law clerk regarding possible mediation (.2); Telephone conference with D. Crabbe regarding same (.1).	3.30	2,062.50
8/14/2024	JLD	Prepare for hearing on plan confirmation (2.6); Conference with R. Keeton regarding same (.2); Emails with D. Crabbe regarding hearing (.1).	2.90	1,812.50
	RBK	Conference with J. L. Day re plan confirmation issues and strategy.	0.20	79.00
8/15/2024	JLD	Further hearing preparation (1.4); Two calls with T. Buford regarding plan treatment of tenants (.2); Attend hearing on plan confirmation (1.8); De-brief confirmation hearing and discuss next steps with R.	3.80	2,375.00

			<u>Hours</u>	<u>Amount</u>
		Keeton and T. Buford (.3); Email with client group and R. Keeton regarding next steps (.1).		
8/15/2024	RBK	Conference with T. Buford and J. L. Day regarding plan treatment of tenants (.2); Emails with J. L. Day re confirmation hearing (.1); De-brief confirmation hearing and discuss next steps with J. L. Day and T. Buford (.3); Emails with J. L. Day and client group re next steps (.1).	0.70	276.50
	TAB	Conference with R. Keeton and J. L. Day re plan treatment of tenants (.2); Discuss confirmation hearing and go over next steps with R. Keeton and J. L. Day (.3).	0.50	NO CHARGE
8/16/2024	JLD	Emails and call with D. Crabbe regarding status (.2); Prepare for and participate in video conference regarding next steps (1.4).	1.60	1,000.00
	RBK	Review audio of court's oral ruling during confirmation hearing.	0.60	237.00
8/17/2024	JLD	Telephone conference with D. Crabbe regarding possible liquidating plan (.2); Read and respond to email from client regarding same (.2); Prepare detailed summary of status, court's ruling and alternatives going forward (1.8).	2.20	1,375.00
	RBK	Draft client letter re status and alternatives, and emails with J. Wong, J. L. Day, and L. Wong re same.	0.30	118.50
8/27/2024	JLD	Begin working on plan of liquidation.	4.30	2,687.50
8/28/2024	JLD	Continue working on draft of liquidating plan (2.6); Emails to client and to lender's counsel regarding same (.1); Begin working on draft disclosure statement for liquidating plan (1.9).	4.60	2,875.00
8/29/2024	RBK	Video conference with J. Wong, L. Wong, P. Lam and J. L. Day re liquidating plan issues.	0.50	197.50

			<u>Hours</u>	<u>Amount</u>
8/29/2024	JLD	Prepare for and participate in initial video conference with client regarding draft liquidation plan (.7); Working on disclosure statement draft (1.9).	2.60	1,625.00
8/30/2024	JLD	Prepare for and participate in video conference with client regarding continued review of draft liquidation plan (1.7); Working on further edits to amended plan and disclosure statement (.7).	2.40	1,500.00
8/31/2024	JLD	Working on draft of disclosure statement for liquidating plan.	1.90	1,187.50
9/4/2024	RBK	Review and consider Pivot Apartment Lender's motion to confirm plan exclusivity has terminated and to revoke approval of disclosure statement, and conference with J. L. Day re same and next steps.	0.30	118.50
9/6/2024	JLD	Video conference with client regarding discussions with lender's counsel on plan issues.	0.40	250.00
9/9/2024	JLD	Conference call with lender's counsel regarding recent motions (.4); Telephone call from R. Keeton regarding proceeding with liquidating plan (.2).	0.60	375.00
	RBK	Phone call with J. L. Day re status of lender negotiations, plan and disclosure statement, and other outstanding issues.	0.20	79.00
9/12/2024	JLD	Correspondence to client regarding status and strategy going forward (.3); Telephone call from L. Wong regarding same (.3).	0.60	375.00
9/13/2024	RBK	Cursory review of working draft plan and disclosure statement, and emails with J. L. Day re same and hearing date for disclosure statement approval (.3); Begin review of and edits to plan of liquidation (1.0).	1.30	513.50
	JLD	Various emails with R. Keeton regarding filing liquidating plan (.2); Working on draft disclosure statement for liquidating plan (.9); Email to R. Keeton regarding same (.1).	1.20	750.00

			<u>Hours</u>	<u>Amount</u>
9/14/2024	RBK	Finish review of and edits and revisions to plan of liquidation, and emails with J. L. Day re same (1.7); Review, edit and revise draft disclosure statement for plan of liquidation, and email to J. L. Day re same (2.8).	4.50	1,777.50
	JLD	Numerous emails with R. Keeton re revisions to plan and disclosure statement.	0.20	125.00
9/15/2024	RBK	Review exhibits for disclosure statement, and emails with L. Wong re same and other disclosure statement issues (.3); Emails with J. L. Day re liquidating plan revisions (.2); Work on notice of hearing for approval of disclosure statement (.2); Further edits to liquidating plan (.5).	1.20	474.00
	JLD	Review edits to drafts of liquidating plan and disclosure statement (1.4); Various emails with R. Keeton regarding same (.2); Email to client regarding need for provision addressing tenant reimbursements for TI work (.1).	1.70	1,062.50
9/16/2024	RBK	Emails with T. Vo re financial statements (.1); Emails with L. Wong re certain plan provisions (.1); Review and work on final edits to liquidating plan and disclosure statement (.8); Phone call with J. L. Day re certain plan provisions (.2); Extended phone call with L. Wong, J. Wong and J. L. Day re plan terms and confirmation issues (.8); Emails and phone call with L. Wong re plan projections, and analyze same (.3); Emails with L. Wong re assumptions underlying projections (.1); Finalize plan and assemble exhibits, coordinate execution of plan and disclosure statement, and coordinate filing and service of same (.4).	2.80	1,106.00
	JLD	Phone call with R. Keeton regarding plan provisions (.2); Extended phone call with L. Wong, J. Wong and R. Keeton regarding plan terms and confirmation issues (.8).	1.00	625.00
9/18/2024	RBK	Phone call with M. Johnson re various plan issues raised by U.S. Trustee.	0.30	118.50

			<u>Hours</u>	<u>Amount</u>
9/25/2024	RBK	Phone call with M. Johnson re disclosure statement and plan special counsel provisions.	0.20	79.00
10/1/2024	RBK	Phone call to and emails with D. Youngblut and C. Emch re status of Pivot Lender actions (.2); Phone call with M. Johnson re U.S. Trustee disclosure statement issues (.3); Work on substantial revisions to plan and disclosure statement (1.2); Email to J. L. Day re same and selection of special counsel (.1).	1.80	711.00
10/2/2024	JLD	Emails with R. Keeton regarding identifying special counsel under plan.	0.20	125.00
	RBK	Conference with J. L. Day re special counsel selection and disclosure statement issues (.2); Phone call with M. Klein re potential role as special counsel, relevant background, and next steps (.5); Follow-up email to M. Klein re same (.2).	0.90	355.50
10/4/2024	RBK	Emails with M. Klein re potential special counsel role.	0.10	39.50
10/8/2024	RBK	Emails with M. Johnson re U.S. Trustee potential objections to plan and disclosure statement, and circulate revised redlined versions of same (.4); Emails with J. L. Day re same and status of issues and action items (.1).	0.50	197.50
	JLD	Emails with R. Keeton regarding potential objections to plan and disclosure statement (.1); Email to client regarding same (.1); Call with D. Youngblut (.1).	0.30	187.50
10/9/2024	RBK	Emails with M. Johnson re disclosure statement issues (.1); Phone call with M. Klein re special master role (.2); Phone call with M. Johnson re disclosure statement issues and resolutions (.3); Work on disclosure statement and plan revisions, and email to M. Johnson re same (.4).	1.00	395.00
10/10/2024	RBK	Review Pivot Apartments Lender's objection to disclosure statement (.3); Review Walsh Construction Company's objection to disclosure statement (.2).	0.50	197.50

			<u>Hours</u>	<u>Amount</u>
10/11/2024	JLD	Read and respond to email from M. Feinberg regarding meet and confer on disclosure statement.	0.10	NO CHARGE
10/12/2024	RBK	Review, analyze and annotate Pivot Apartment Lender's plan of liquidation, disclosure statement, bid procedures and related exhibits.	2.50	987.50
10/14/2024	JLD	Various calls with counsel regarding objections to approval of disclosure statement (.8); Prepare response to objections (2.6).	3.40	2,125.00
10/15/2024	RBK	Review email from J. L. Day re Madison settlement discussions (.1); Conference with J. L. Day re disclosure statement hearing and Pivot Apartments Lender settlement terms (.2); Video conference with J. Wong, L. Wong and J. L. Day re same and counteroffer to Pivot Apartments Lender (.7); Follow-up conference with J. L. Day re same and strategy (.2).	1.20	474.00
	JLD	Email with R. Keeton regarding Madison settlement discussions (.1); Correspondence to client group regarding status and pending matters (.4); Conference with R. Keeton regarding disclosure statement hearing and Pivot Apartments Lender settlement (.2); Video conference with J. Wong, L. Wong and R. Keeton re same and counteroffer to Pivot Apartments Lender (.7); Follow-up conference with R. Keeton re same and strategy (.2); Numerous emails with lender's counsel (.6)	2.20	1,375.00
10/16/2024	RBK	Video conference with J. Wong, L. Wong and J. L. Day re Madison plan terms settlement proposal and related strategy, and follow-up emails with L. Wong and J. L. Day re same.	0.70	276.50
	RBK	Work on redlined amended plan and disclosure statement (.4); Prepare notice of filing of redlined amended plan and disclosure statement, and coordinate filing of same (.3); Conference with J. L. Day re confirmation issues and strategy (.2).	0.90	355.50

			<u>Hours</u>	<u>Amount</u>
10/16/2024	JLD	Video conference with J. Wong, L. Wong and R. Keeton regarding the Madison plan terms settlement proposal and related strategy, and follow-up emails with all regarding same (.7); Review and edit client's draft email to lender (.2); Various emails with lender's counsel (.2); Extended correspondence to client regarding strategy regarding competing plans (.6); Read and respond to email from L. Wong regarding same (.1)	1.80	1,125.00
	JLD	Conference with R. Keeton re confirmation issues and strategy.	0.20	125.00
10/17/2024	RBK	Prepare for hearing (.5); Attend and participate in hearing on approval of disclosure statement and hearing on U.S. Trustee's motion to compel the debtor to add lessees to Schedule G (1.3); Post-hearing debriefs with J. L. Day and T. Buford (.6).	2.40	948.00
	JLD	Prepare for and participate in hearing on approval of disclosure statement and tenant notice issues (2.1); Post-hearing conference with R. Keeton and T. Buford (.6).	2.70	1,687.50
	TAB	Conference with R. Keeton and J. L. Day re hearing on approval of disclosure statement and hearing on U.S. Trustee's motion to compel the debtor to add lessees to Schedule G.	0.60	NO CHARGE
10/18/2024	RBK	Review notes re disclosure statement hearing and needed revisions, and emails with J. L. Day re same.	0.20	NO CHARGE
	JLD	Emails with R. Keeton re disclosure statement hearing and revisions.	0.10	NO CHARGE
10/24/2024	JLD	Telephone conference with J. Wong regarding plan issues and status of discussions with lender's counsel.	0.40	250.00
10/25/2024	JLD	Telephone conference with D. Zinman regarding plan issues.	0.20	125.00

			<u>Hours</u>	<u>Amount</u>
10/27/2024	JLD	Working on edits to lender plan to conform to settlement parameters (1.6); Emails with R. Keeton regarding same (.1)	1.70	1,062.50
	RBK	Emails with J. L. Day re prospective agreed plan terms, and cursory review of redlined lender plan.	0.20	79.00
10/30/2024	RBK	Review in detail lender competing plan, and prepare redlined proposed edits and revisions to same (3.6); Emails with J. L. Day re same and various issues of concern regarding competing plan (.2).	3.80	1,501.00
	JLD	Emails with R. Keeton re lender competing plan.	0.20	125.00
		SUBTOTAL:	[178.20	98,891.00]
		<u>FEES</u>		
5/12/2024	RBK	Begin working on Bush Kornfeld first interim fee application.	1.20	474.00
5/13/2024	RBK	Finish draft of Bush Kornfeld first interim fee application, review and revise same, and email to J. L. Day re same.	1.50	592.50
	JLD	Emails with R. Keeton re review of Bush Kornfeld first interim fee application.	0.10	NO CHARGE
5/14/2024	RBK	Emails with J. L. Day re Bush Kornfeld first interim fee application (.1); Prepare proposed form of order on same (.2).	0.30	118.50
	JLD	Emails with R. Keeton re Bush Kornfeld first interim fee application.	0.10	62.50
5/16/2024	RBK	Emails with J. L. Day and P. Sutton re Bush Kornfeld first interim fee application, and finalize and coordinate filing and service of same.	0.20	79.00

			<u>Hours</u>	<u>Amount</u>
5/16/2024	JLD	Working on interim fee application and emails with R. Keeton re same.	1.60	1,000.00
5/21/2024	RBK	Emails with P. Sutton and phone call with M. Beck re U.S. Trustee inquiry to Bush Kornfeld fee application.	0.20	79.00
5/24/2024	RBK	Emails with M. Johnson re Bush Kornfeld interim fee application.	0.10	39.50
5/31/2024	RBK	Finalize proposed order on Bush Kornfeld first interim fee application, and coordinate filing of same and declaration of no objection (.1); Review signed order approving Bush Kornfeld first interim fee application, and emails with J. L. Day and M. Beck re same and payment from retainer (.1).	0.20	79.00
	JLD	Review signed order approving Bush Kornfeld first interim fee application, and emails with R. Keeton and M. Beck regarding payment from retainer.	0.10	62.50
6/21/2024	RBK	Emails with J. Haughney re fee application procedure for Smith Currie Oles.	0.10	39.50
6/22/2024	RBK	Review and respond to email from J. Haughney re information and narrative needed for interim fee application.	0.20	79.00
6/27/2024	RBK	Phone call with J. Haughney re refund of certain post-petition payments received by Smith Currie (.1); Phone call with T. Washburn re refund of certain post-petition payments received by Lane Powell, and follow-up email to T. Washburn and P. Franke re same (.3).	0.40	158.00
SUBTOTAL:			[6.30	2,863.00]
<u>FINANCING AND CASH COLLATERAL</u>				
6/27/2024	JLD	Correspondence to client regarding cash collateral budget.	0.30	187.50

			<u>Hours</u>	<u>Amount</u>
9/4/2024	RBK	Review and consider Pivot Apartment Lender's motion to order debtor to pay seventy-five percent of cash collateral to Pivot Apartment Lender, and conference with J. L. Day re same and next steps.	0.30	118.50
	JLD	Conference with R. Keeton regarding Pivot Apartment Lender's motion to order debtor to pay seventy-five percent of cash collateral to Pivot Apartment Lender.	0.30	187.50
9/13/2024	RBK	Emails with J. L. Day re response to Pivot Apartment Lender's motion re payment of cash collateral (.1); Emails with L. Wong and J. L. Day re cash balance and operating cash issues (.2).	0.30	118.50
	JLD	Emails with R. Keeton re response to Pivot Apartment Lender's motion re payment of cash collateral.	0.10	62.50
9/18/2024	RBK	Email to L. Wong re Pivot Lender's motion to pay seventy-five percent of cash collateral on hand (.1); Phone call with L. Wong re same (.2); Follow-up emails with L. Wong, J. L. Day, and T. Vo re same (.3).	0.60	237.00
	JLD	Emails with L. Wong, R. Keeton, and T. Vo re Pivot Lender's motion to pay seventy-five percent of cash collateral on hand.	0.10	62.50
9/20/2024	RBK	Emails with D. Crabbe re payment of cash collateral to Pivot Lender (.2); Phone call with P. Lam re same (.1).	0.30	118.50
9/23/2024	RBK	Emails with D. Crabbe and J. Feuerstein re wire payment of funds to Pivot Apartments Lender (.2); Emails with J. L. Day and T. Vo re same (.2).	0.40	158.00
	JLD	Emails with R. Keeton and T. Vo re wire payment of funds to Pivot Apartments Lender.	0.20	NO CHARGE
9/24/2024	RBK	Text messages and phone call with T. Vo re payment to Pivot Lender (.1); Emails with J. Feuerstein and D. Crabbe re same (.1); Follow-up phone call and emails with T. Vo (.1).	0.30	118.50

			<u>Hours</u>	<u>Amount</u>
9/27/2024	RBK	Emails with J. Feuerstein re receipt of payment to Pivot Lender.	0.10	39.50
SUBTOTAL:			[3.30	1,408.50]
<u>GENERAL ADMINISTRATION</u>				
5/14/2024	JLD	Email to client regarding lender's request for current rent roll.	0.10	62.50
6/13/2024	JLD	Read email and review MOR concern of lender (.1); Email to client regarding same (.1).	0.20	125.00
6/14/2024	RBK	Emails and follow-up phone call with P. Lam re Pivot Apartments Lender claim.	0.20	79.00
6/16/2024	RBK	Review late-filed claim from Seattle Public Utilities, and emails with J. L. Day re same and duplicate filing.	0.20	79.00
	JLD	Emails with R. Keeton re Seattle Public Utilities claim and duplicate filing.	0.10	62.50
6/25/2024	RBK	Phone call with P. Lam re Cheng/Deng lawsuit counsel (.1); Emails with J. L. Day re same and payments to professionals (.2).	0.30	118.50
	JLD	Emails with R. Keeton and client regarding payment of expenses outside of budget constraints.	0.30	187.50
7/11/2024	RBK	Emails with P. Franke re status of Lane Powell refund (.1); Emails with J. Haughney re status of Smith Currie refund (.1).	0.20	79.00
7/26/2024	RBK	Emails with T. Vo re Smith Currie refund payment received and status of Lane Powell refund.	0.10	39.50
7/31/2024	RBK	Emails with T. Vo re refund from Lane Powell.	0.10	39.50

			<u>Hours</u>	<u>Amount</u>
8/2/2024	RBK	Several emails with D. Oles and J. Haughney re supplemental disclosures and action items (.2); Phone call with J. Haughney re same (.5); Emails with P. Lam and T. Vo re Trimont mezz loan documents (.1).	0.80	316.00
8/4/2024	RBK	Analyze H.I.G. Realty mezzanine loan agreement, and prepare notes re same.	0.40	158.00
8/13/2024	RBK	Review court's order to show cause re Smith Currie employment, and emails with J. L. Day, J. Haughney and D. Oles re same (.2); Review supplemental declaration of D. Oles re certain disclosures (.1); Emails and phone call with J. L. Day re same (.3).	0.60	237.00
	JLD	Emails with R. Keeton, J. Haughney and D. Oles re court's order to show cause re Smith Currie (.2); Emails and phone call with R. Keeton re supplemental declaration of D. Oles re certain disclosures (.3).	0.50	312.50
8/15/2024	JLD	Participate in video conference regarding show cause order.	0.60	375.00
	RBK	Conference with T. Buford re issues and strategy for show cause hearing (.2); Video conference with D. Oles, J. Haughney and J. L. Day re show cause order, strategy for response, and next steps (.6).	0.80	316.00
	JLD	Video conference with D. Oles, J. Haughney and R. Keeton re show cause order, strategy for response, and next steps (.6).	0.60	375.00
8/18/2024	JLD	Read in detail and provide comments to SCO's draft response to order to show cause (.7); Email to R. Keeton regarding same (.1)	0.80	500.00
	RBK	Review and prepare suggested edits and comments on Smith Currie draft response to show cause order, and emails with J. Haughney and J. L. Day re same.	0.70	276.50
8/20/2024	RBK	Phone call with J. L. Day re response to show cause order re Smith Currie employment (.2); Emails with D. Oles and J. Haughney re Smith Currie response and to	2.60	1,027.00

			<u>Hours</u>	<u>Amount</u>
		set up meeting (.2); Review show cause order, and begin working on debtor's response to order to show cause, and email to J. L. Day re same (1.3); Video conference with D. Oles, J. Haughney and J. L. Day re response to show cause order (.9).		
8/20/2024	JLD	Telephone call with R. Keeton re response to show cause order regarding Smith Currie employment (.2); Email to R. Keeton re debtor's response to show cause (.1); Video conference with D. Oles, J. Haughney and R. Keeton re same (.9).	1.20	750.00
8/21/2024	JLD	Review and edit various three submissions in response to Order to Show Cause (2.4); Telephone conference and various emails with R. Keeton regarding same (.3).	2.70	1,687.50
	RBK	Phone call with J. L. Day re response to show cause order and motion to amend summary judgment order (.2); Review revised draft Bush Kornfeld response to show cause order, and emails with J. L. Day re same (.3).	0.50	197.50
8/22/2024	JLD	Email to R. Keeton regarding July expenditures (.1); Read and respond to email from D. Oles regarding order to show cause (.1); Calls with R. Keeton and with D. Oles regarding same (.3).	0.50	312.50
	RBK	Emails with J. L. Day re response to show cause order (.1); Review and finalize response to show cause order, and coordinate filing of same (.2).	0.30	118.50
8/24/2024	JLD	Listen in detail to audio of August 15 ruling (.7); Working on declaration in response to findings and comments in August 15 ruling (1.2).	1.90	1,187.50
8/26/2024	JLD	Read letter from Old Republic counsel regarding renewed demand (.2); Prepare draft response and circulate (.4); Email to J. Kaplan regarding demand (.1).	0.70	437.50
8/27/2024	JLD	Read and forward email from title company counsel regarding indemnity issue.	0.10	62.50

			<u>Hours</u>	<u>Amount</u>
8/29/2024	RBK	Conference with J. L. Day re show cause hearing issues (.2); Review order to show cause and responsive pleadings, and conference with J. L. Day re upcoming hearing presentation (.4); Video conference with D. Oles, J. Haughney and J. L. Day to prepare for show cause hearing (.4); Prepare for hearing and attend show cause hearing (1.1); Post-hearing conference with special counsel (.3).	2.40	948.00
	JLD	Various emails with D. Oles regarding show cause hearing (.2); Meeting with R. Keeton regarding same (.2); Participate in video conference regarding same (.4); Prepare for hearing and attend show cause hearing (1.3); Post-hearing conference with counsel (.3); Call with J. Krause regarding possible financing source (.4).	2.80	1,750.00
9/4/2024	JLD	Initial read of two motions by Pivot Lender (.6); Conference with R. Keeton regarding same (.2); Call with D. Crabbe (.1); Email to client regarding same (.2).	1.10	687.50
	RBK	Conference with J. L. Day re motions by Pivot Lender.	0.20	79.00
9/5/2024	JLD	Read two motions filed by Pivot Lender (.6); Begin drafting email to NY counsel (.3); Read and respond to email from client (.1); Telephone call from D. Crabbe regarding setting call to discuss next steps (.1).	1.10	687.50
10/4/2024	JLD	Return call from potential interested party.	0.20	125.00
10/9/2024	RBK	Conference with J. L. Day re various action items and issues, including disclosure statement and plan revisions, confirmation issues, monthly operating reports, and amended statement of financial affairs (.8); Phone call with J. Haughney re upcoming hearing and replacement counsel (.3); Follow-up emails with J. Haughney re same (.1).	1.20	474.00

			<u>Hours</u>	<u>Amount</u>
10/9/2024	JLD	Conference with R. Keeton re disclosure statement and plan revisions, confirmation issues, monthly operating reports, and amended statement of financial affairs, and other issues.	0.80	500.00
10/10/2024	RBK	Conference with A. S. Willig re payment of property taxes, and emails with T. Vo re same.	0.20	79.00
	ASW	Conference with R. Keeton re payment of property taxes.	0.10	NO CHARGE
SUBTOTAL:			[28.20	14,848.50]
<u>REPORTING</u>				
5/8/2024	RBK	Emails with Y. Chohan and T. Vo re U.S. Trustee inquiries on March monthly operating report.	0.20	79.00
5/10/2024	RBK	Email to T. Vo and L. Wong re April monthly operating report.	0.10	39.50
5/13/2024	RBK	Emails with T. Vo re bank statement and canceled checks.	0.20	79.00
5/14/2024	RBK	Email to Y. Chohan re issued checks and vendor payments.	0.30	118.50
5/15/2024	RBK	Emails with Y. Chohan and T. Vo re method for reporting disbursements going forward.	0.10	39.50
5/20/2024	RBK	Review and edit draft April monthly operating report, and emails with P. Sutton and M. Beck re redaction and assembly (.3); Final review and further redactions of monthly operating report, emails with T. Vo and P. Sutton re check register, and email to T. Vo and J. Wong re fully assembled report for execution (.3).	0.60	237.00
5/21/2024	RBK	Emails with P. Sutton re April monthly operating report, and coordinate filing of same.	0.10	39.50

		<u>Hours</u>	<u>Amount</u>
6/13/2024	RBK	0.30	118.50
	Emails with Y. Chohan and client team re Bank OZK account (.1); Emails with T. Vo re Bank OZK account and review March and April statements (.1); Email to Y. Chohan re same (.1).		
6/24/2024	RBK	0.60	237.00
	Analyze draft May monthly operating report and supporting financial documents, and email to T. Vo re questions as to the same (.4); Review responses from T. Vo re payments for legal services, and email to J. L. Day re same (.1); Emails with M. Beck re redaction of bank statements and other financial documents (.1).		
	JLD	0.10	NO CHARGE
	Email with R. Keeton re emails with T. Vo re payments for legal services.		
6/28/2024	JLD	0.50	312.50
	Telephone call from D. Crabbe regarding questions related to April MOR (.1); Review MOR and correspondence to client regarding same (.4).		
8/4/2024	RBK	0.30	118.50
	Review and edit June monthly operating report.		
8/5/2024	RBK	2.30	908.50
	Phone call with P. Sutton re May and June monthly operating reports (.1); Review and edit same (.4); Several emails with phone calls with T. Vo discussing various disbursements (.5); Prepare supplemental declaration of J. Wong in support of April and May monthly operating reports, and email to T. Vo re same (1.0); Phone call with T. Washburn re additional Lane Powell refund (.2); Follow-up email re same (.1).		
8/6/2024	RBK	1.10	434.50
	Emails and phone call with T. Vo re Lane Powell invoices (.2); Revise Wong declaration regarding same, and emails with T. Vo and J. L. Day re same (.4); Finalize Wong declaration regarding April and May monthly operating reports, emails with client group re same, and coordinate filing of same (.2); Emails with T. Washburn re Lane Powell April invoice (.1); Further correspondence with client re execution of declarations and monthly operating reports (.2).		

			<u>Hours</u>	<u>Amount</u>
8/6/2024	JLD	Emails with R. Keeton re Lane Powell invoices.	0.10	62.50
8/19/2024	RBK	Emails with T. Vo re July monthly operating report.	0.10	39.50
8/20/2024	RBK	Phone call with T. Vo and P. Lam re July monthly operating report.	0.10	39.50
8/21/2024	RBK	Review draft July monthly operating report and supporting financial statements, and emails with T. Vo re inquiries on same.	0.30	118.50
8/22/2024	RBK	Emails with J. L. Day re July check register (.1); Phone call and follow-up emails with L. Wong re same (.2).	0.30	118.50
	JLD	Emails with R. Keeton re July check register.	0.10	NO CHARGE
8/27/2024	RBK	Analyze asset management fees, and email to L. Wong re same (.3); Phone call with and follow-up email to L. Wong re same and reconciliation (.3).	0.60	237.00
8/30/2024	RBK	Review reconciliation spreadsheet of asset management fees, and several emails with L. Wong re same.	0.30	118.50
9/3/2024	RBK	Email to J. L. Day re asset management fees reconciliation and July monthly operating report.	0.20	79.00
	JLD	Email to R. Keeton re asset management fees and July monthly operating report.	0.20	125.00
9/13/2024	RBK	Emails with T. Vo re August monthly operating report.	0.10	39.50
10/4/2024	RBK	Review and edit August monthly operating report, and analyze financial statements and bank statements, and emails with T. Vo and P. Sutton re same (.6); Follow-up emails with P. Sutton and T. Vo re supplemental financials (.1); Email to T. Vo re check register inquiries (.1).	0.80	316.00
10/7/2024	RBK	Work on August monthly operating report, and email with P. Sutton and J. L. Day re same.	0.40	158.00

			<u>Hours</u>	<u>Amount</u>
10/7/2024	JLD	Emails with R. Keeton re August monthly operating report.	0.10	NO CHARGE
10/9/2024	RBK	Phone call with L. Wong re July and August monthly operating reports (.1); Email to J. Wong re same and for execution (.1).	0.20	79.00
10/11/2024	RBK	Finalize July and August monthly operating reports, and coordinate filing of same.	0.20	79.00
10/21/2024	RBK	Emails with T. Vo re September monthly operating report.	0.10	39.50
10/22/2024	RBK	Review and edit draft September monthly operating report, analyze supporting financial statements, and emails with T. Vo and P. Sutton re same (.5); Phone call with T. Vo re Vibrant Cities payments and accounts receivables (.2).	0.70	276.50
10/25/2024	RBK	Detailed review of and finalize September monthly operating report, email to J. Wong and L. Wong re execution of same, and coordinate filing of same.	0.40	158.00
SUBTOTAL:			[12.10	4,845.00]

SCHEDULES AND STATEMENT OF FIN. AFFAIR

6/5/2024	RBK	Amend Schedule D, emails with J. Wong and L. Wong re same.	0.30	118.50
6/6/2024	RBK	Received signed amended schedule D, emails with J. Wong and J. L. Day re same, and coordinate filing of same.	0.20	79.00
8/12/2024	RBK	Review loan documents and financing settlement statement, and work on revisions to statement of financial affairs re additional disclosures of loan payoffs (.5); Phone call with J. Wong re same (.1); Emails with J. L. Day and J. Wong re same, and	0.80	316.00

			<u>Hours</u>	<u>Amount</u>
		coordinate filing of amended statement of financial affairs (.2).		
8/12/2024	JLD	Emails with R. Keeton regarding amendment to SOFA (.1); Review and approve amendment (.1).	0.20	125.00
9/24/2024	RBK	Review audio file re required disclosures and January monthly operating report, and work on action items re same.	0.40	158.00
9/25/2024	RBK	Conference with J. L. Day re amending statement of financial affairs and related action items.	0.10	NO CHARGE
	JLD	Conference with R. Keeton re amending statement of financial affairs and related action items.	0.10	NO CHARGE
10/1/2024	RBK	Email to P. Lam re open issues regarding prepetition transfers and other disclosures for amending statement of financial affairs.	0.30	118.50
10/4/2024	RBK	Emails with P. Lam re various disclosure issues and to set up call (.1); Phone call with P. Lam re various prepetition transfers (.7); Follow-up emails with P. Lam re same (.1).	0.90	355.50
10/8/2024	RBK	Review records and work on amended statement of financial affairs and supplemental narrative regarding bank accounts and corporate structure (1.9); Email to J. L. Day re same (.1).	2.00	790.00
	JLD	Emails with R. Keeton re amended statement of financial affairs.	0.10	NO CHARGE
10/15/2024	RBK	Email to P. Lam re amended statement of financial affairs.	0.10	39.50
10/16/2024	RBK	Phone call with P. Lam re exhibit to amended statement of financial affairs, and follow-up emails re same (.2); Work on edits to amended statement of financial affairs, emails with P. Lam re same, and coordinate execution and filing of same (.4).	0.60	237.00

	<u>Amount</u>
Total costs	<u>\$2,735.10</u>
Total amount of this bill	\$141,840.60
Previous balance	\$79,071.21
5/31/2024 To be applied from trust	<u>(\$79,071.21)</u>
Total payments and adjustments	<u>(\$79,071.21)</u>
Balance due	<u>\$141,840.60</u>
<hr/>	
Previous balance of Client funds	\$163,539.50
5/31/2024 To be applied from trust	<u>(\$79,071.21)</u>
New balance of Client funds	<u>\$84,468.29</u>

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8 UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON

9 In re

10 B-1208 PINE, LLC,

11 Debtor.

Chapter 11

Case No. 24-10088-CMA

12 **[PROPOSED]**
13 **ORDER APPROVING SECOND INTERIM**
14 **APPLICATION FOR COMPENSATION AND**
REIMBURSEMENT OF EXPENSES OF
BUSH KORNFELD LLP AS ATTORNEYS
FOR THE DEBTOR

15 THIS MATTER came before the Court upon the *Second Interim Application for*
16 *Compensation and Reimbursement of Expenses* [Docket No. ____] (the “Second Interim Application”)
17 of Bush Kornfeld LLP (“Bush Kornfeld”), bankruptcy counsel to B-1208 Pine, LLC (the “Debtor”),
18 debtor and debtor in possession in the above-captioned chapter 11 case (the “Chapter 11 Case”). The
19 Court, having reviewed the Second Interim Application, the declaration of James L. Day filed in
20 support thereof, any objections or other responses filed in opposition to or in support of the Second
21 Interim Application, and the record and files herein; and the Court finding that adequate and proper
22 notice of the Second Interim Application was provided to all appropriate parties; and the Court finding
23 that the compensation and reimbursement of expenses requested in the Second Interim Application is

ORDER APPROVING SECOND INTERIM APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BUSH
KORNFELD LLP AS ATTORNEYS FOR THE DEBTOR – Page 1

BUSH KORNFELD LLP
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1 both reasonable and necessary under the facts and circumstances of this Chapter 11 Case; now,
2 therefore, it is hereby

3 **ORDERED as follows:**

4 1. The Second Interim Application is approved, and the fees and expenses requested
5 therein are hereby allowed.

6 2. The Debtor is authorized and directed to pay Bush Kornfeld fees in the amount of
7 \$139,105.50 and reimbursement of expenses in the amount of \$2,735.10, for a total award of
8 \$141,840.60 for the time period of May 1, 2024 through October 31, 2024.

9 /// End of Order ///

10 Presented by:

11 BUSH KORNFELD LLP

12 By _____
13 James L. Day, WSBA #20474
14 Richard B. Keeton, WSBA #51537
15 Attorneys for the Debtor
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